

RECORDATION NO. 25013-A FILED

JUN 29 '04 2-03 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

June 29, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease Agreement, dated as of June 25, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement being filed concurrently with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Assignor: The Andersons, Inc.
480 West Dussel Drive
Maumee, OH 43537

Assignee: ICX Corporation
2 Summit Park Drive
Suite 300
Cleveland, OH 44131

A description of the railroad equipment covered by the enclosed documents is:

40 railcars bearing within the series AEX 7159 – AEX 9156

Mr. Vernon A. Williams
June 29, 2004
Page Two

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 25013-A

JUN 29 '04 2-03 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made entered into as of June 25, 2004, by and between The Andersons, Inc. ("Assignor") and ICX Corporation. ("Assignee").

WHEREAS, The Anderson, Inc., as Lessor, and Ackerman-Beardsley-Bennett, Inc., as Lessee, have heretofore entered into that certain Master Lease Agreement and Rider #R00295, both dated January 12, 2004 (collectively, the "Lease") pertaining to the rail cars described therein ("Equipment"). Evidence of the Lease has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301 simultaneously with this Assignment and assigned recordation number _____.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

IN WITNESS WHEREOF, the parties have executed or caused this Assignment to be executed as of the day and year first written above.

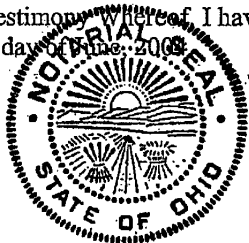
ASSIGNOR: THE ANDERSONS, INC.

By: Gary Smith
Gary Smith
Vice President, Finance and Treasurer

STATE OF OHIO)
COUNTY OF LUCAS) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Gary Smith, Vice President, Finance and Treasurer of The Andersons, Inc., and he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio, this 28th day of June, 2004.



Julie Ann Dibble
Notary Public
My commission expires

JULIE ANN DIBBLE
Notary Public, State of Ohio
Commission Expires 8-20-05

ASSIGNEE: ICX CORPORATION.

By: *Dennis J. Diemer*

Name: Dennis J. Diemer

Title: Vice President

STATE OF OHIO)
) ss:
COUNTY OF CUYAHOGA)

Before me, a Notary Public, in and for said county and state, personally appeared DENNIS J. DIEMER, the VICE PRESIDENT of ICX Corporation., an OHIO corporation, who acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at CLEVELAND, OHIO this 29th day of JUNE, 2009.

Debra A. Grim
Notary Public
My Commission Expires: DEC. 3, 2006

DEBRA A. GRIM
NOTARY PUBLIC • STATE OF OHIO
My commission expires Dec. 3, 2006

EXHIBIT "A"
ACKERMAN-BEARDSLEY-BENNETT, INC.
(40) COVERED HOPPER

\ **DEAL #R00295**

| | | | | | | | |
|----|-----|------|--|----|-----|------|--|
| 1 | AEX | 7159 | | 21 | AEX | 9070 | |
| 2 | AEX | 7221 | | 22 | AEX | 9087 | |
| 3 | AEX | 7264 | | 23 | AEX | 9088 | |
| 4 | AEX | 7265 | | 24 | AEX | 9089 | |
| 5 | AEX | 7412 | | 25 | AEX | 9090 | |
| 6 | AEX | 7423 | | 26 | AEX | 9093 | |
| 7 | AEX | 7432 | | 27 | AEX | 9097 | |
| 8 | AEX | 7438 | | 28 | AEX | 9099 | |
| 9 | AEX | 8650 | | 29 | AEX | 9101 | |
| 10 | AEX | 9043 | | 30 | AEX | 9113 | |
| 11 | AEX | 9044 | | 31 | AEX | 9115 | |
| 12 | AEX | 9047 | | 32 | AEX | 9120 | |
| 13 | AEX | 9053 | | 33 | AEX | 9121 | |
| 14 | AEX | 9055 | | 34 | AEX | 9127 | |
| 15 | AEX | 9056 | | 35 | AEX | 9137 | |
| 16 | AEX | 9059 | | 36 | AEX | 9149 | |
| 17 | AEX | 9060 | | 37 | AEX | 9150 | |
| 18 | AEX | 9062 | | 38 | AEX | 9151 | |
| 19 | AEX | 9064 | | 39 | AEX | 9153 | |
| 20 | AEX | 9065 | | 40 | AEX | 9156 | |

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/29/04



Robert W. Alvord